



# KIRLOSKAR INDUSTRIES LIMITED

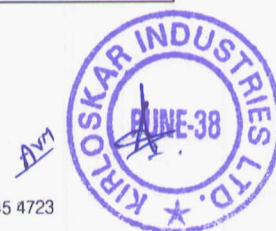
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## Quarterly Compliance Report on Corporate Governance

Name of the Company: Kirloskar Industries Limited (earlier known as Kirloskar Oil Engines Ltd.)

Quarter ending on: 31 December 2011

| Particulars  | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|--|-----------------------------|--------------------------|----------|
| <b>I. Board of Directors</b>   |                             |                          |          |
| (A) Composition of Board   | 49 I (A)                    | Yes                      |          |
| (B) Non-executive Directors' Compensation & disclosures                  | 49 I (B)                    | Yes                      |          |
| (C) Other provisions as to Board and Committees                          | 49 I (C)                    | Yes                      |          |
| (D) Code of Conduct  | 49 I (D)                    | Yes                      |          |
| <b>II. Audit Committee</b>   | 49 II                       |                          |          |
| (A) Qualified & Independent Audit Committee                              | 49 II (A)                   | Yes                      |          |
| (B) Meeting of Audit Committee   | 49 II (B)                   | Yes                      |          |
| (C) Powers of Audit Committee  | 49 II (C)                   | Yes                      |          |
| (D) Role of Audit Committee  | 49 II (D)                   | Yes                      |          |
| (E) Review of Information by Audit Committee                             | 49 II (E)                   | Yes                      |          |
| <b>III. Subsidiary Companies</b>   | 49 III                      | N.A.                     |          |
| <b>IV. Disclosures</b>   | 49 IV                       | Yes                      |          |
| (A) Basis of related party transactions                                  | 49 IV (A)                   | Yes                      |          |
| (B) Disclosure of Accounting Treatment                                   | 49 IV (B)                   | Yes                      |          |
| (C) Board Disclosures – Risk Management                                  | 49 IV (C)                   | Yes                      |          |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 IV (D)                   | N.A.                     |          |
| (E) Remuneration of Directors  | 49 IV (E)                   | Yes                      | See Note |
| (F) Management   | 49 V (F)                    | Yes                      | See Note |
| (G) Shareholders   | 49 VI (G)                   | Yes                      | See Note |
| <b>V. CEO/CFO Certification</b>  | 49 V                        | Yes                      |          |
| <b>VI. Report on Corporate Governance</b>                                | 49 VI                       | Yes                      | See Note |
| <b>VII. Compliance</b>   | 49 VII                      | Yes                      | See Note |





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## KIRLOSKAR INDUSTRIES LIMITED

**Note:** These clauses are complied with in the Annual Report for the Financial Year 2010-2011

For Kirloskar Industries Limited

*Aditi Chirmule*

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Company Secretary



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